

RECORDATION NO. 12231-5 FILED 1425

DEC 12 1995 10 55 AM

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
General Solicitor

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November 29, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

Dear Mr. Williams:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three (3) counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 21, 1995. The primary document to which this is connected is recorded under Recordation No. 12231.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Trust of New York, National
Association (successor to Morgan
Guaranty Trust Company of New York)
100 Wall Street
New York, NY 10005

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, VA 23510

The equipment originally covered by the primary document to which this is connected is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
14	GP-50 Diesel-Electric Locomotives	B-B	7005-7011 7039-7044 7070

LICENSING BRANCH

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RECEIVED
OFFICE OF THE
SECRETARY

0100887028

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Railroad's Road Numbers (both inclusive)</u>
120	Bottom Dump Hopper Cars	HTS	390380-390499
253	Covered Hopper Cars	LO	88000-88146 88294-88346 88397-88416 88436-88455 88475-88479 88485-88489 88495-88497

A fee of \$21.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated November 21, 1995, to terminate Equipment Trust Agreement with Recordation No. 12231, dated October 15, 1980, and covering 253 covered hopper cars numbered 88000-88146, 88294-88346, 88397-88416, 88436-88455, 88475-88479, 88485-88489 and 88495-88497, 120 bottom dump hopper cars numbered 390380-390499, and 14 locomotives numbered 7005-7011, 7039-7044 and 7070, all inclusive.

Very truly yours,



J. Gary Lane

jgl
encl.



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/12/95

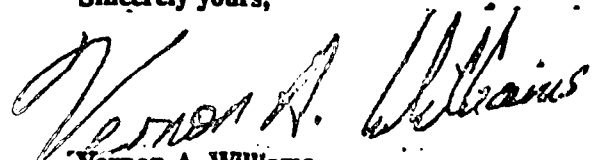
Office Of The Secretary

J. Gary Lane
General Solicitor
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA., 23510-2191

Dear Sir: . . .

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/12/95 at 10:55AM , and assigned recordation number(s). 12231-S.

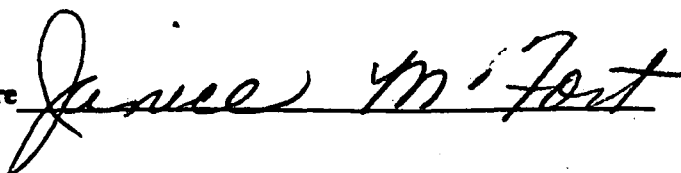
Sincerely yours,


Vernon A. Williams
Secretary

Enclosure(s)

(0100887028)

...\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature 

SOUTHERN RAILWAY EQUIPMENT TRUST
No. 5 of 1980

RECORDATION NO. 12231-5
FILED 1425
DEC 12 1995 - 10 55 AM
FEDERAL COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Trust of New York, National Association (successor to Morgan Guaranty Trust Company of New York) (the "Trustee"), as trustee under an Equipment Trust Agreement dated as of October 15, 1980, as supplemented (the "Agreement"), between the Trustee and Norfolk Southern Railway Company (formerly named Southern Railway Company) (the "Railroad"), establishing Southern Railway Equipment Trust No. 5 of 1980 (the "Equipment Trust"), hereby certifies that all of the principal of the 11-3/4% Equipment Trust Certificates and any dividend warrants attached thereto issued under said Agreement have been fully paid or payment duly provided for, and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

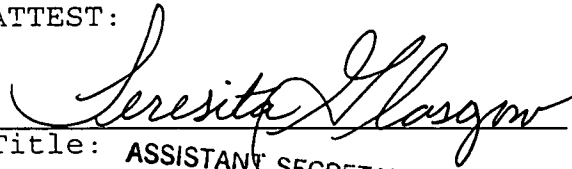
WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, without warranty or guaranty of any kind express or implied, all of the Trustee's right, title and interest in and to the railroad equipment of every character described in the Agreement, without any representation as to the present existence or condition of said equipment or whether it is now in the possession of the Railroad.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its authorized officers under its corporate seal, this 21st day of November, 1995.

FIRST TRUST OF NEW YORK, NATIONAL
ASSOCIATION, as Trustee

By: 
Title: Vice President

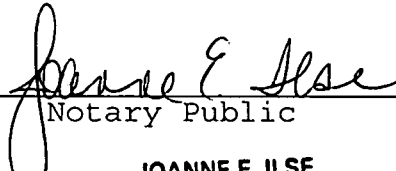
ATTEST:


Title: ASSISTANT SECRETARY

STATE OF *New York*)
COUNTY OF *New York*)

On this *21st* day of *November*, 1995, before me,
a Notary Public, personally appeared *Frank J. Gillhaus*,
to me personally known, who, being by me duly sworn, says he is a
Vice President of First Trust of New York,
National Association, that the seal affixed to the foregoing
instrument is the corporate seal of said corporation, that said
instrument was signed and sealed on behalf of said corporation by
authority of its Board of Directors, and he acknowledged that the
execution of the foregoing instrument was the free act and deed
of said corporation.

My commission expires:


Notary Public
JOANNE E. ILSE
Notary Public, State of New York
No. 011L5018680
Qualified in Queens County
Commission Expires October 4, 1997